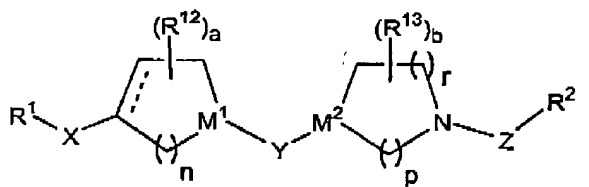


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AMENDMENTS

1. (currently amended) A compound represented by the structural formula



or a pharmaceutically acceptable salt or solvate thereof, wherein:

a is 0 to 3;

b is 0 to 3;

n is [[1]] 2 [[or 3]];

p is 1, 2 or 3;

r is 0, 1, or 2 [[, or 3]];

X is a bond or C₁-C₆ alkylene;

M¹ is [[CH or]] N;

M² is C(R³) [[or N]];

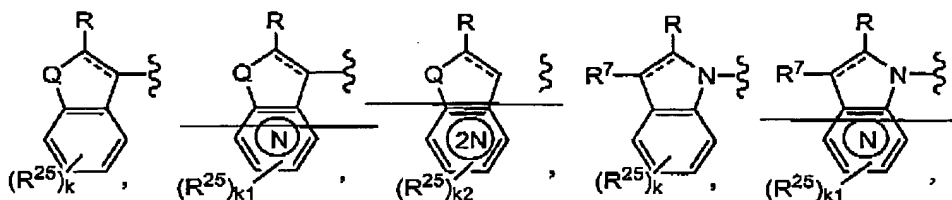
with the ~~provisos that when M² is N, p is not 1; and that when r is 0, M² is C(R³);~~ and proviso that the sum of p and r is [[1 to 4]] 3

Y is -C(=O)-, -C(=S)-, -(CH₂)_q-, ~~NR⁴C(=O)-, -C(=O)NR⁴-, -C(=O)CH₂-, -SO₁₋₂-, or -C(=N-CN)-NH- or NH-C(=N-CN)-;~~ with the ~~provisos that when M¹ is N, Y is not NR⁴C(=O)- or NH-C(=N-CN)-; and when M² is N, Y is not -C(=O)NR⁴- or -C(=N-CN)-NH-;~~

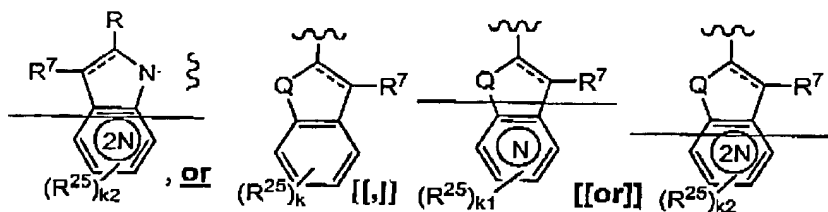
q is 1 to 5, ~~provided that when M¹ and M² are both N, q is not 1;~~

Z is a bond, C₁-C₆ alkylene, C₂-C₆ alkenylene, -C(=O)-, -CH(CN)- or -CH₂C(=O)NR⁴-;

R¹ is



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Q is $-N(R^8)-$, $-S-$ or $-O-$;

k is 0, 1, 2, 3 or 4;

~~k1 is 0, 1, 2 or 3;~~

~~k2 is 0, 1 or 2;~~

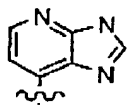
the dotted line represents an optional double bond;

R and R⁷ are independently selected from the group consisting of H, C₁-C₆ alkyl, halo(C₁-C₆)alkyl-, C₁-C₆ alkoxy, (C₁-C₆)alkoxy-(C₁-C₆)alkyl-, (C₁-C₆)-alkoxy-(C₁-C₆)alkoxy, (C₁-C₆)alkoxy-(C₁-C₆)alkyl-SO₀₋₂, R³²-aryl(C₁-C₆)alkoxy-, R³²-aryl-(C₁-C₆)alkyl-, R³²-aryl, R³²-aryloxy, R³²-heteroaryl, (C₃-C₆)cycloalkyl, (C₃-C₆)cycloalkyl-(C₁-C₆)alkyl, (C₃-C₆)cycloalkyl-(C₁-C₆)alkoxy, (C₃-C₆)cycloalkyl-oxy-, R³⁷-heterocyclo-alkyl, N(R³⁰)(R³¹)-(C₁-C₆)alkyl-, -N(R³⁰)(R³¹), -NH-(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, -NHC(O)NH(R²⁹); R²²-S(O)₀₋₂-, halo(C₁-C₆)alkyl-S(O)₀₋₂-, N(R³⁰)(R³¹)-(C₁-C₆)alkyl-S(O)₀₋₂-, benzoyl, (C₁-C₆)alkoxy-carbonyl, R³⁷-heterocycloalkyl-N(R²⁹)-C(O)-, (C₁-C₆)alkyl-N(R²⁹)-C(O)-, (C₁-C₆)alkyl-N(C₁-C₆ alkoxy)-C(O)-, -C(=NOR³⁶)R³⁶ and -NHC(O)R²⁹, and when the optional double bond is not present, R⁷ can be OH;

R⁸ is H, C₁-C₆ alkyl, halo(C₁-C₆)alkyl-, (C₁-C₆)alkoxy-(C₂-C₆)alkyl-, R³²-aryl(C₁-C₆)alkyl-, R³²-aryl, R³²-heteroaryl, R³²-heteroaryl(C₁-C₆)alkyl-, (C₃-C₆)cycloalkyl, (C₃-C₆)cycloalkyl-(C₁-C₆)alkyl, R³⁷-heterocycloalkyl, R³⁷-heterocycloalkyl(C₁-C₆)alkyl, N(R³⁰)(R³¹)-(C₂-C₆)alkyl-, R²²-S(O)₂-, halo(C₁-C₆)alkyl-S(O)₂-, R²²-S(O)₀₋₁-(C₂-C₆)alkyl-, halo(C₁-C₆)alkyl-S(O)₀₋₁-(C₂-C₆)alkyl-, (C₁-C₆)alkyl-N(R²⁹)-SO₂-, or R³²-heteroaryl-SO₂;

R² is a six-membered heteroaryl ring having 1 or 2 heteroatoms independently selected from N or N-O, with the remaining ring atoms being carbon; a five-membered heteroaryl ring having 1, 2, 3 or 4 heteroatoms independently selected from N, O or S, with the remaining ring atoms being carbon; R³²-quinolyl; R³²-aryl;

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or heterocycloalkyl; wherein said six-membered heteroaryl ring or said five-membered heteroaryl ring is optionally substituted by R^6 ;

R^3 is H, halogen, C_1 - C_6 alkyl, -OH or $(C_1$ - C_6)alkoxy;

R^4 is independently selected from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl, $(C_3$ - C_6)cycloalkyl(C_1 - C_6)alkyl, R^{33} -aryl, R^{33} -aryl(C_1 - C_6)alkyl, and R^{32} -heteroaryl;

R^5 is hydrogen, C_1 - C_6 alkyl, $-C(O)R^{20}$, $-C(O)_2R^{20}$, $-C(O)N(R^{20})_2$, R^{33} -aryl(C_1 - C_6)alkyl or $(C_1$ - C_6)alkyl- SO_2 ;

R^6 is 1 to 3 substituents independently selected from the group consisting of -OH, halogen, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, $-CF_3$, $-NR^4R^5$, $-(C_1$ - C_6)alkyl- NR^4R^5 , phenyl, R^{33} -phenyl, NO_2 , $-CO_2R^4$, $-CON(R^4)_2$, $-NHC(O)N(R^4)_2$, R^{32} -heteroaryl- SO_2 -NH-, R^{32} -aryl- $(C_1$ - C_6)alkyl-NH-, R^{32} -heteroaryl- $(C_1$ - C_6)alkyl-NH-, R^{32} -heteroaryl-NH- $C(O)$ -NH-, R^{37} -heterocycloalkyl- $N(R^{29})$ - $C(O)$ - and R^{37} -heterocycloalkyl- $N(R^{29})$ - $C(O)$ -NH-;

R^{12} is independently selected from the group consisting of C_1 - C_6 alkyl, hydroxyl, C_1 - C_6 alkoxy, or fluoro, provided that when R^{12} is hydroxy or fluoro, then R^{12} is not bound to a carbon adjacent to a nitrogen; or R^{12} forms a C_1 to C_2 alkyl bridge from one ring carbon to another ring carbon;

R^{13} is independently selected from the group consisting of C_1 - C_6 alkyl, hydroxyl, C_1 - C_6 alkoxy, or fluoro, provided that when R^{13} is hydroxy or fluoro then R^{13} is not bound to a carbon adjacent to a nitrogen; or forms a C_1 to C_2 alkyl bridge from one ring carbon to another ring carbon; or R^{13} is =O;

R^{20} is independently selected from the group consisting of hydrogen, C_1 - C_6 alkyl, or aryl, wherein said aryl group is optionally substituted with from 1 to 3 groups independently selected from halogen, $-CF_3$, $-OCF_3$, hydroxyl, or methoxy; or when two R^{20} groups are present, said two R^{20} groups taken together with the nitrogen to which they are bound can form a five or six membered heterocyclic ring;

R^{22} is C_1 - C_6 alkyl, R^{34} -aryl or heterocycloalkyl;

R^{24} is H, C_1 - C_6 alkyl, $-SO_2R^{22}$ or R^{34} -aryl;

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R^{25} is independently selected from the group consisting of C_1 - C_6 alkyl, halogen, CN, $-CF_3$, $-OH$, C_1 - C_6 alkoxy, $(C_1-C_6)alkyl-C(O)-$, $aryl-C(O)-$, $N(R^4)(R^5)-C(O)-$, $N(R^4)(R^5)-S(O)_{1-2}-$, halo- $(C_1-C_6)alkyl-$ or halo- $(C_1-C_6)alkoxy-(C_1-C_6)alkyl-$;

R^{29} is H, C_1 - C_6 alkyl, R^{35} -aryl or R^{35} -aryl $(C_1-C_6)alkyl-$;

R^{30} is H, C_1 - C_6 alkyl-, R^{35} -aryl or R^{35} -aryl $(C_1-C_6)alkyl-$;

R^{31} is H, C_1 - C_6 alkyl-, R^{35} -aryl, R^{35} -aryl $(C_1-C_6)alkyl-$, $(C_1-C_6)alkyl-C(O)-$, R^{35} -aryl- $C(O)-$, $N(R^4)(R^5)-C(O)-$, $(C_1-C_6)alkyl-S(O)_2-$ or R^{35} -aryl- $S(O)_2-$;

or R^{30} and R^{31} together are $-(CH_2)_{4-5}-$, $-(CH_2)_2-O-(CH_2)_2-$ or $-(CH_2)_2-N(R^{29})-(CH_2)_2-$ and form a ring with the nitrogen to which they are attached;

R^{32} is 1 to 3 substituents independently selected from the group consisting of H, $-OH$, halogen, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, R^{35} -aryl-O-, $-SR^{22}$, $-CF_3$, $-OCF_3$, $-OCHF_2$, $-NR^4R^5$, phenyl, R^{33} -phenyl, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$, $-S(O)_2R^{22}$, $-S(O)_2N(R^{20})_2$, $-N(R^{24})S(O)_2R^{22}$, $-CN$, hydroxy- $(C_1-C_6)alkyl-$, $-OCH_2CH_2OR^{22}$, and R^{35} -aryl $(C_1-C_6)alkyl-O-$, wherein said aryl group is optionally substituted with 1 to 3 independently selected halogens;

R^{33} is 1 to 3 substituents independently selected from the group consisting of C_1 - C_6 alkyl, halogen, $-CN$, $-NO_2$, $-OCHF_2$ and $-O-(C_1-C_6)alkyl$;

R^{34} is 1 to 3 substituents independently selected from the group consisting of H, halogen, $-CF_3$, $-OCF_3$, $-OH$ and $-OCH_3$.

R^{35} is 1 to 3 substituents independently selected from the group consisting of hydrogen, halo, C_1 - C_6 alkyl, hydroxy, C_1 - C_6 alkoxy, phenoxy, $-CF_3$, $-N(R^{36})_2$, $-COOR^{20}$ and $-NO_2$;

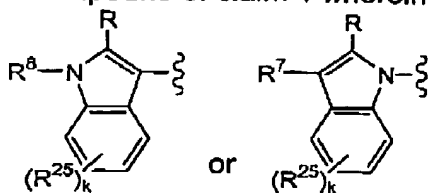
R^{36} is independently selected from the group consisting of H and C_1 - C_6 alkyl; and

R^{37} is independently selected from the group consisting of H, C_1 - C_6 alkyl and $(C_1-C_6)alkoxycarbonyl$.

2. (currently amended) A compound of claim 1 wherein M^4 is ~~N~~, a is 0, ~~n is 2~~, and the optional double bond in the ring containing M^1 is not present.
3. (original) A compound of claim 1 wherein M^2 is $C(R^3)$ wherein R^3 is hydrogen or halogen, b is 0; r is 1 and p is 2.
4. (original) A compound of claim 1 wherein Y is $-C(O)-$.

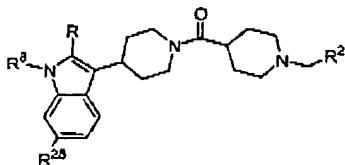
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5. (original) A compound of claim 1 wherein Z is straight or branched C₁-C₃ alkyl.
6. (original) A compound of claim 1 wherein R² is a six-membered heteroaryl ring, optionally substituted with one R⁶ substituent.
7. (original) A compound of claim 6 wherein R² is pyridyl, pyrimidyl or pyridazinyl, optionally substituted with -NH₂.
8. (original) A compound of claim 1 wherein R¹ is



9. (original) A compound of claim 8 wherein R is H, alkyl, R³²-aryl, R³²-heteroaryl, (C₁-C₆)alkoxy-carbonyl or (C₁-C₆)alkyl-N(R²⁹)-C(O)-.
10. (original) A compound of claim 9 wherein R is R³²-phenyl or R³²-pyridyl.
11. (original) A compound of claim 8 wherein R⁷ is hydrogen.
12. (original) A compound of claim 8 wherein R⁸ is H, R³²-aryl(C₁-C₆)alkyl-, R³²-heteroaryl(C₁-C₆)alkyl-, R³²-aryl, R³²-heteroaryl, (C₁-C₆)alkyl-N(R²⁹)-SO₂- or R³⁷-heterocycloalkyl(C₁-C₆)alkyl-.
13. (original) A compound of claim 12 wherein R⁸ is H, R³²-benzyl, R³²-pyridylmethyl, piperidinoethyl or (C₁-C₆)alkyl-N(R²⁹)-SO₂- wherein R²⁹ is H or C₁-C₆ alkyl.
14. (original) A compound of claim 8 wherein R²⁵ is H, halogen or -CF₃ and k is 0 or 1.
15. (original) A compound of claim 1 selected from the group consisting of compounds of the formula

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wherein R, R⁸, R²⁵ and R² are as defined in the table:

R	R ⁸	R ²⁵	R ²
	(CH ₃) ₂ N-SO ₂ -	H	
		H	
CH ₃ CH ₂ -O-C(O)-	H	H	
CH ₃ -NH-C(O)-	H	H	
	H	H	
	H	F	
		H	
		H	

16. (original) A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically effective carrier.

17. (currently amended) A method of treating: ~~allergy, allergy-induced airway responses, congestion, hypotension, cardiovascular disease, diseases of the GI tract, hyper and hypo motility and acidic secretion of the gastro-intestinal tract, obesity, sleeping disorders, disturbances of the central nervous system, attention deficit hyperactivity disorder, hypo and hyperactivity of the central nervous system,~~

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~~Alzheimer's disease, schizophrenia, and migraine~~ comprising administering to a patient in need of such treatment an effective amount of a compound of claim 1.

18. (canceled)

19. (canceled)

20 to 24. (canceled)